

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

FLASHPOINT TECHNOLOGY, INC.,

Plaintiff,

V.

APITEK, INC., ARGUS CAMERA CO., LLC,
BUSHNELL INC., DXG TECHNOLOGY (U.S.A.)
INC., DXG TECHNOLOGY CORP., GENERAL
ELECTRIC CO., LEICA CAMERA AG, LEICA
CAMERA INC., MINOX GMBH, MINOX USA, INC.,
MUSTEK, INC. USA, MUSTEK, INC., OREGON
SCIENTIFIC, INC., POLAROID CORP., RITZ
INTERACTIVE, INC., RITZ CAMERA CENTERS,
INC., SAKAR INTERNATIONAL, INC., D/B/A
DIGITAL CONCEPTS, TABATA U.S.A., INC., D/B/A
SEA & SEA, TARGET CORP., VISTAQUEST CORP.,
VUPOINT SOLUTIONS, INC., WALGREEN CO., and
WAL-MART STORES, INC.,

Defendants

[illegible]

C.A. No. 08-139-GMS

JURY TRIAL DEMANDED

PLAINTIFF'S REPLY TO POLAROID CORP.'S COUNTERCLAIMS

Plaintiff FlashPoint Technology, Inc. (“FlashPoint”) hereby responds to each paragraph of Polaroid Corp.’s (“Polaroid”) Counterclaims as follows:

COUNTERCLAIMS FOR DECLARATORY JUDGMENT

1. Admitted that these Counterclaims purport to be declarations of non-infringement, invalidity, and unenforceability of one or more claims of the patents-in-suit, but otherwise denied.
2. Upon information and belief, admitted.
3. Admitted.
4. Admitted.
5. Admitted.

6. Admitted.

**COUNT I: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '480 PATENT**

7. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

8. Denied.

9. Denied.

**COUNT II: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '956 PATENT**

10. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

11. Denied.

12. Denied.

**COUNT III: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '538 PATENT**

13. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

14. Denied.

15. Denied.

**COUNT IV: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '190 PATENT**

16. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

17. Denied.

18. Denied.

**COUNT V: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '316 PATENT**

19. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

20. Denied.

21. Denied.

**COUNT VI: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '914 PATENT**

22. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

23. Denied.

24. Denied.

**COUNT VII: NON-INFRINGEMENT, INVALIDITY
AND UNENFORCEABILITY OF THE '575 PATENT**

25. FlashPoint incorporates the replies set forth in Paragraphs 1-6 above as if fully set forth herein.

26. Denied.

27. Denied.

PRAYER FOR RELIEF

In addition to the relief requested in Plaintiff's Original Complaint, Plaintiff respectfully requests a judgment as follows against Polaroid as follows:

A. That Polaroid takes nothing by its Counterclaims;

B. That the Court award Plaintiff costs and attorneys' fees incurred in defending against these Counterclaims; and

C. Any and all further relief for Plaintiff as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury on all issues.

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Dated: May 20, 2008

/s/ Evan O. Williford

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CERTIFICATE OF SERVICE

I, Evan O. Williford, hereby certify that on May 20, 2008, I caused to be electronically filed a true and correct copy of the foregoing document – **Plaintiff's Reply to Polaroid Corp.'s Counterclaims** – with the Clerk of Court using CM/ECF which will send notification of such filing to the following local counsel for defendants:

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I further certify that on May 20, 2008, I caused a copy of the foregoing document to be served on the following defendants by First Class Mail:

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